

P980000687/6

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/30/98--01027--008
***122.50 ***122.50

SUBJECT: BENNY & ASSOCIATES, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122,500

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 PM 12:27

FROM: Robert Blazek
501 Northlake Blvd.
North Palm Beach, FL 33408
(561) 863-8986

Note: Additional copy of articles is needed only when certified copy is requested.

8-6
WS

ARTICLES OF INCORPORATION

OF

BENNY & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation to be effective upon filing.

ARTICLE I NAME

The name of the company shall be: BENNY & ASSOCIATES, INC.

ARTICLE II PURPOSE

The purpose of the corporation shall be to conduct any business permitted under the laws of the state of Florida, without limiting such business operations to the state of Florida.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

501 Northlake Blvd.
North Palm Beach, FL 33408

ARTICLE IV CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is: five hundred (500). Par value of each share of stock is: one dollar (\$1.00). The number of shares authorized may be increased or decreased periodically, in accordance with the provisions of the laws of the United States of America. Shareholders are accorded the right of first refusal to acquire newly issued stock in an amount equal to their present ownership position so as not to dilute shareholder interest in the corporation.

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert Blazek
501 Northlake Blvd.
North Palm Beach, FL 33408

ARTICLE VI INCORPORATOR

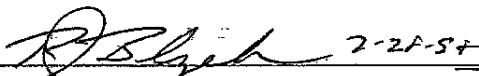
The name and street address of the incorporator to these Articles of Incorporation is:

Robert Blazek
501 Northlake Blvd.
North Palm Beach, FL 33408

ARTICLE VII BOARD OF DIRECTORS

Any vacancy on the board of directors may be filled by action of the board until the next shareholder meeting. Nominations to the board of directors may be made by any member of the board of directors or by any shareholder of stock entitled to vote for the election of directors. Nominations other than those made by or on behalf of current management shall be made in writing and shall be delivered via certified mail to the corporate secretary no less than 30 nor more than 60 days prior to any shareholder meeting called for the election of directors. Such notification shall contain the following: (A) name and address of the proposed nominee (s), (B) principal occupation of the proposed nominee, (C) total number of shares to be voted for the proposed nominee, (D) the name and address of the shareholder submitting the nomination, (E) total number of shares owned by the shareholder submitting the nomination.

The undersigned has executed these Articles of Incorporation this twenty-eighth day of July, 1998.

 7-28-98

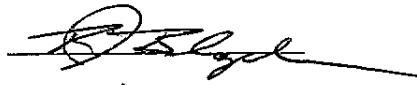
Signature/Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

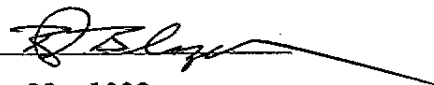
Pursuant to the provisions of of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: BENNY & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:
Robert Blazek
501 Northlake Blvd.
North Palm Beach, FL 33408

SIGNATURE: 
TITLE: Incorporator
DATE: July 28, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE: July 28, 1998

REGISTERED AGENT FILING FEE: \$35.00

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SECRETARY OF STATE
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